

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

7

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name With Purpose, Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

DBA GloriFi, Inc.
DBA GloriFi

3. Debtor's federal Employer Identification Number (EIN) 86-3839065

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

11700 Preston Road, Ste. 660-394
Dallas, TX 75230

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Dallas
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://glorifi.com (and certain additional domain names)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **With Purpose, Inc.** Case number (if known) _____
Name

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing? *Check one:*

☒ Chapter 7

☐ Chapter 9

☐ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No.

☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **With Purpose, Inc.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	Animo Services, LLC	Relationship	Affiliate
District	Northern District of Texas (Dallas)	When	1/04/23
		Case number, if known	23-30035

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49☐ 50-99☒ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☒ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor

With Purpose, Inc.

Name

Case number (if known)

16. Estimated liabilities☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **With Purpose, Inc.** Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **February 8, 2023**
MM / DD / YYYY

X /s/ Toby R. Neugebauer
Signature of authorized representative of debtor

Title **Director**

Toby R. Neugebauer
Printed name

18. Signature of attorney

X /s/ Clay M. Taylor
Signature of attorney for debtor

Date **February 8, 2023**
MM / DD / YYYY

Clay M. Taylor 24033261
Printed name

Bonds Ellis Eppich Schafer Jones LLP
Firm name

420 Throckmorton Street, Suite 1000
Fort Worth, TX 76102
Number, Street, City, State & ZIP Code

Contact phone **817-405-6900** Email address **clay.taylor@bondsellis.com**

24033261 TX
Bar number and State

**WITH PURPOSE, INC.
ACTION BY WRITTEN CONSENT OF
BOARD OF DIRECTORS IN LIEU OF MEETING**

The undersigned, constituting all members of the Board of Director (the “**Board**”) of With Purpose, Inc., a Delaware corporation doing business as GloriFi Inc. (the “**Corporation**”), consents to the adoption of the following resolution pursuant to Section 2.10 of Article II of the Amended & Restated Bylaws of the Corporation (the “**Bylaws**”):

WHEREAS, the Board has considered the materials presented by the Corporation’s management team and the financial and legal advisors of the Corporation related to the financial and liquidity issues of the Corporation;

WHEREAS, the Board has had an opportunity to consult with the Corporation’s management team and financial and legal advisors to the Corporation and fully consider each of the strategic alternatives available to the Corporation related to the Corporation’s financial issues; and

WHEREAS, the Board has determined that the best interest of the Corporation is to file a voluntary petition for relief under Chapter 7 of the United States Bankruptcy Code, among other reasons, to provide a procedural vehicle for the preservation and prosecution of civil claims on behalf of the Corporation and an orderly liquidation of the Corporation.

I. Voluntary Petition Under the Provisions of Chapter 7 of Title 11 of the United States Code

NOW, THEREFORE, BE IT RESOLVED that in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation file, or cause to be filed, a voluntary petition for relief under the provisions Chapter 7 of title 11 of the United States Code (the “**Bankruptcy Code**”), a liquidation, in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division; and it is

RESOLVED FURTHER that Toby Neugebauer, the sole director of the Corporation and member of the Board, and any officer he may designate (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers, be, and they hereby are, authorized to execute and file on behalf of the Corporation, all petitions, schedules, lists and other motions, papers, or documents, and to take any and all actions that they deem necessary or proper to obtain such relief.

II. Retention of Professionals

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Bonds Ellis Eppich Schafer Jones LLP, as bankruptcy counsel to represent the Corporation in connection with the preparation and filing of the Chapter 7 bankruptcy case, as more fully set forth in the terms of the engagement agreement executed between the parties. The Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate

retainers and any other documents as may be necessary to retain the services of Bonds Ellis Eppich Schafer Jones LLP; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and any other documents as may be necessary to retain the services of such professionals.

III. Further Actions

NOW, THEREFORE, BE IT RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of them, hereby is authorized, directed and empowered, in the name of, and on behalf of, the Corporation to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such Authorized Officer's judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions.

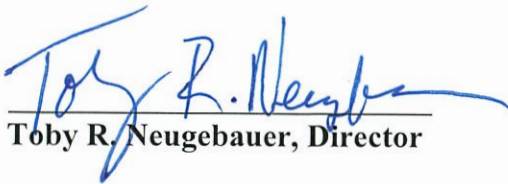
This consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same consent.

The actions taken by this Written Consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board, duly called and constituted pursuant to the Bylaws. This Written Consent shall be filed with the minutes of the proceedings of the stockholders of the Corporation and shall have the same force and effect as though adopted at a meeting called and held.

[Signature page follows]

IN WITNESS THEREOF, the undersigned has executed this Written Consent as of the date indicated below.

Date February 8, 2023

By: 
Toby R. Neugebauer, Director

WITH PURPOSE, INC.

**ACTION BY WRITTEN CONSENT OF
STOCKHOLDERS IN LIEU OF SPECIAL MEETING**

The undersigned, representing (a) at least two-thirds (2/3) of the voting power of all current outstanding shares of the capital stock entitled to vote hereon and (b) holders of Class B Common Stock representing at least two-thirds (2/3) of the voting power of all current outstanding shares of Class B Common Stock being the stockholders of With Purpose, Inc., a Delaware corporation doing business as GloriFi Inc. (the "Corporation"), hereby consent to the adoption of the following resolutions pursuant to Section 1.9 of Article I of the Amended & Restated Bylaws, and Section 6.01 of Article V of the Third Amended and Restated Certificate of Incorporation of With Purpose, Inc.:

Whereas, the Board of Directors of the Corporation (the "Board") has determined it is in the best interests of the Corporation to file a voluntary petition for relief under Chapter 7 of the United States Bankruptcy Code, and has authorized the same by resolution adopted by written consent of the Board in lieu of a meeting (the "Board Resolution");

Is it therefore Resolved, that the Corporation's bankruptcy filing pursuant to the Board Resolution is hereby approved; and

It is further Resolved, that the Corporation, and the Board, may take any and all further actions as may be necessary to effectuate the Board Resolution and all actions contemplated therein.

This consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same consent.

The actions taken by this Written Consent shall have the same force and effect as if taken by the undersigned at a meeting of the stockholders, duly called and constituted pursuant to the laws of the State of Delaware. This Written Consent shall be filed with the minutes of the proceedings of the proceedings of the stockholders of the Corporation and shall have the same force and effect as though adopted at a meeting duly called and held.

IN WITNESS THEREOF, the undersigned has executed the Written Consent as of the 8th day of February, 2023.

By: Neugebauer Family Enterprises, LLC

By: 

Name: Toby R. Neugebauer

Title: Manager

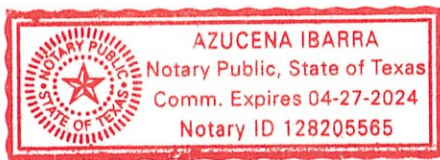
By: Neugebauer Family Enterprises II, LLC

By: 

Name: Toby R. Neugebauer

Title: Manager

SWORN TO AND SUBSCRIBED BEFORE ME on this 8 day of February, 2023.




Notary Public in and for the State of Texas